

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

100 SOUTH ASHLEY DRIVE - SUITE 1500  
POST OFFICE BOX 3273  
TAMPA, FLORIDA 33601-3273  
(813) 223-7333  
TELECOPY (813) 223-2037

P96000094090  
November 4, 1996

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA 32314  
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FILED  
96 NOV 18 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: Anthony Cuva, M.D., P.A.

Dear Sirs/Madames:

Enclosed is the original and a copy of the Articles of Incorporation for Anthony Cuva, M.D., P.A., along with a \$70.00 check which represents amounts owed for the \$35 filing fee and \$35 designation of registered agent fee. After filing has been completed, please return a verification that the articles of incorporation have been properly filed. We enclose a prepaid self-addressed envelope

Should you have any questions, do not hesitate to contact the undersigned.

Sincerely,

AKERMAN, SENTERFITT & EIDSON, P.A.

Tony  
Tony Cuva

AJC:tc

W:\ATTY\AJC\DA\SECH 4



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

November 8, 1996

AKERMAN SENTERFITT & EIDSON, P.A.  
100 SOUTH ASHLEY DRIVE SUITE 1500  
P.O. BOX 3273  
TAMPA, FL 33601-3273

SUBJECT: ANTHONY CUVA, M.D., P.A.  
Ref. Number: W96000023850

We have received your document for ANTHONY CUVA, M.D., P.A.. However, the document has not been filed and is being returned for the following:

In reviewing our records, we note there is a(n) ANTHONY CUVA, M.D., P.A., Document number F89055, in existence.

Because of the similarities between the existing corporation and the one you are now seeking to file with us, and because it is our duty to assure that all fees due this office in accordance with section 607.0130(2)(c), Florida Statutes, are collected, we are returning the articles of incorporation unfiled and must request you return the existing corporation to good standing by completing the enclosed reinstatement application and submitting it with the appropriate fees.

The fees to reinstate the corporation are as follows: \$175 reinstatement fee, \$61.25 filing fee per year for the years 1992 through the current year, \$138.75 supplemental fee for the years 1992 forward. The total fee to file the reinstatement is \$1175.00, therefore, there is a balance of \$1105.00 due. Add an additional \$8.75 for each certificate of status requested.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole  
Corporate Specialist

Letter Number: 496A00051401

AKERMAN, SENTERFITT & EIDSON, P. A.

ATTORNEYS AT LAW

100 SOUTH ASHLEY DRIVE-SUITE 1500  
POST OFFICE BOX 3273  
TAMPA, FLORIDA 33601-3273  
(813) 223-7333  
TELECOPY (813) 223-2037

November 12, 1996

ATTN: Loria Polle  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Anthony Cuva, M.D., P.A.

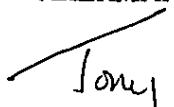
Dear Ms. Polle:

Enclosed find the affidavit concerning the above named corporation. Should you need additional information do not hesitate to contact me.

Thanks for your assistance with this matter.

Sincerely,

AKERMAN, SENTERFITT & EIDSON, P.A.

  
Tony Cuva

AJC:tc

W:\ATTY\AJC\DDAD\SEC11.8

**AFFIDAVIT OF ANTHONY CUVA**

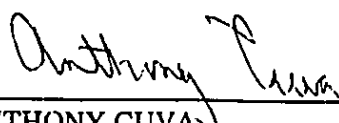
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

ANTHONY CUVA, after first being duly sworn, deposes and says:

1. I am over the age of eighteen (18) years old.
2. By and through my attorney, Anthony John Cuvu, I have filed Articles of Incorporation with State of Florida, Division of Corporations requesting a corporation named: Anthony Cuvu, M.D., P.A.
3. I have previously owned a corporation named Anthony Cuvu, M.D., P.A. which was filed on July 1, 1982 and dissolved in 1992. The corporation presently being filed is not associated with or related or in anyway affiliated with the corporation previously dissolved.
4. The two corporations are separate entities and in no way related.

FURTHER AFFIANT SAYETH NOT.

  
\_\_\_\_\_  
ANTHONY CUVA

SWORN TO and SUBSCRIBED before me this 14th day of <sup>November</sup>~~October~~, 1996, by Anthony John Cuvu, who is personally known to me and who did take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC

JUDITH A. KREISCHER  
Notary Public, State of Florida  
My comm. expires Mar. 7, 2000  
CC 538020

Printed Name: Judith A. Kreischer

Commission Number: CC 538020

Commission Expiration: 3/7/00

**ARTICLES OF INCORPORATION  
OF  
ANTHONY CUVA, M.D., P.A.**

**FILED**  
96 NOV 18 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned incorporator, an individual duly licensed as a medical doctor to render medical services within the State of Florida, hereby adopts these Articles of Incorporation and forms a professional corporation (the "Corporation") under the Florida Professional Service Corporation and Limited Liability Company Act and other laws of the State of Florida, as follows:

**ARTICLE I  
Name**

The name of the Corporation is: Anthony Cuva, M.D., P.A.

**ARTICLE II  
Term of Existence**

The date when corporate existence shall commence shall be upon the filing and recording of these Articles of Incorporation with the Florida Department of State, and the Corporation shall have perpetual existence thereafter.

**ARTICLE III  
Nature of Business and Purpose**

The Corporation is organized for the following purposes:

(a) to engage in every phase and aspect of the business of rendering the same professional services to the public that a medical doctor, duly licensed under the laws of the State of Florida, is authorized to render, but such professional services shall be rendered only through officers, employees, and agents of the Corporation who are duly licensed under the laws of the State of Florida to practice medicine therein;

(b) to invest the funds of the Corporation in real estate, mortgages, stocks, bonds, or any other type of investments, and to own real or personal property necessary for the rendering of such professional services;

(c) to do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objectives of the Corporation enumerated in these Articles of Incorporation, or any amendment thereto, necessary or incidental to the protection and benefit of the Corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objectives of the Corporation; and

(d) to conduct and transact any business lawfully authorized and not prohibited by Chapter 621, Florida Statutes, or any successor statute, as such statutes may be amended from time to time.

#### **ARTICLE IV** **Capital Stock**

(a) The Corporation is authorized to issue 1,000 shares of one dollar (\$1.00) par value common stock, which shall be designated Common Stock.

(b) All or any portion of the Common Stock may be issued in payment for real or personal property, past services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the Common Stock to be issued. When so issued, such Common Stock shall become and be fully paid and nonassessable. The Board of Directors shall be the sole judge of the value of any property, right or thing acquired in exchange for Common Stock; and its judgment of such value will be conclusive.

(c) Notwithstanding the foregoing, the Corporation shall have the right to increase its capital stock, either with or without par value, and to provide in the event of such increase, the designations, preferences, voting powers or restrictions, or qualifications of voting powers, of such additional stock, in an amendment to its Articles of Incorporation.

#### **ARTICLE V** **Initial Principal Office; and** **Initial Registered Office and Agent**

The street address of the initial principal office : of the Corporation is 1155 Edgewater Circle, Bradenton, FL 34209 and the mailing address is P.O. Box 14430, Bradenton, FL 34280; and the name of the initial registered agent of the Corporation is Anthony John Cuva at the address of Akerman, Senterfitt & Eidson, P.A., 100 South Ashley Drive, Suite 1500, Tampa, Florida 33602.

#### **ARTICLE VI** **Directors**

The Corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time in accordance with the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) director. The name and address of the initial director of the Corporation, who shall serve until his successor is duly elected and qualified, are:

Name

Address

Anthony Cuva, M.D.

P.O. Box 14430  
Bradenton, FL 34280

**ARTICLE VII**  
**Incorporator**

The name and address of the incorporator signing these Articles of Incorporation, who is a dentist duly licensed to render professional services as such under the laws of the State of Florida, are:

Name

Address

Anthony Cuva, M.D., P.A.

P.O. Box 14430  
Bradenton, FL 34280

**ARTICLE VIII**  
**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

**ARTICLE IX**  
**Stockholders**

(a) The Corporation's Common Stock shall be issued only to individuals who are duly licensed to render services as dentists under the laws of the State of Florida. A shareholder of the Corporation may not sell or otherwise transfer his shares of Common Stock to anyone other than (i) an individual who is eligible to be a shareholder of the Corporation by being duly licensed as a medical doctor under the laws of the State of Florida, or (ii) a professional corporation or professional limited liability company all of whose shareholders or members are duly licensed as dentists under the laws of the State of Florida.

(b) If any shareholder of the Corporation becomes legally disqualified within Florida to render professional medical services or accepts employment which, pursuant to existing law, places restrictions or limitations upon such shareholder's continued rendering of such professional dentistry services, such shareholder shall sever all employment with and financial interest in the Corporation.

(c) No shareholder of the Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares of the Corporation's Common Stock.

**ARTICLE X**  
**Indemnification**

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

**ARTICLE XI**  
**Additional Corporate Powers**

In furtherance, and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objectives hereinabove stated, the Corporation shall have all of the following powers:

(a) To enter into, or become a partner in, any arrangement for a sharing of profits, union of interest or cooperation, joint venture or otherwise, with any person, firm or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

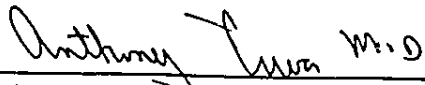
(b) At its option, to purchase and acquire in accordance with applicable law, any or all of its shares owned and held by any shareholder who desires to sell, transfer or otherwise dispose of his shares, or any or all shares owned and held by a shareholder who dies, all in accordance with the bylaws of the Corporation or as provided by a stock purchase agreement setting forth the terms and conditions of such purchase; provided, however, the capital of this Corporation cannot be impaired thereby.

(c) To adopt, for the benefit of employees, one or more of the following: (i) a pension plan, (ii) a profit sharing plan, (iii) a stock bonus plan, (iv) a thrift (savings) plan, or (v) other retirement, incentive compensation or employee benefit plan.

**ARTICLE XII**  
**Amendment**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of NOVEMBER, 1996.

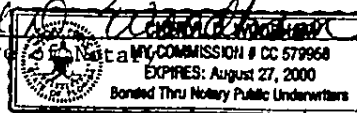
  
\_\_\_\_\_  
Anthony Cuva, M.D., P.A.  
Incorporator

State of Florida  
County of Hillsborough

The foregoing instrument was acknowledged before me this 4<sup>th</sup> day of November, 1996 by Anthony Cuva, who is personally known to me.

-4-

Signature




Name of Notary (typed/stamped)



**ACCEPTANCE BY REGISTERED AGENT**

Having been named registered agent and designated to accept service of process for the above stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Date: 11/4, 1996

  
\_\_\_\_\_  
Anthony John Cuva

W:\ATTY\AJCMISC\ARTICLES.

**FILED**  
96 NOV 18 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA